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EOP Operating Limited Partnership*

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

WARREN E. SPIEKER, JR., DENNIS E.
SINGLETON, JOHN K. FRENCH, BRUCE E.
HOSFORD, BLAKE FAMILY TRUST, GREGG R.
DAUGHERTY, JOHN G. DAVENPORT, JAMES
C. EDDY, JOHN A. FOSTER, DONALD S.
JEFFERSON, VINCENT D. MULROY, RICHARD
L. ROMNEY, JILL T. SCHNUGG, PETER H.
SCHNUGG, JOHN B. SOUTHER, JR., CRAIG G.
VOUGHT and JOEL BENOLIEL,

Plaintiffs/Petitioners,

v.

BLACKHAWK PARENT LLC, a Delaware limited
liability company, and EOP OPERATING
LIMITED PARTNERSHIP, a Delaware limited
partnership,

Defendants/Respondents.

Case No. C 07-03001-RMW

**DECLARATION OF
STANLEY M. STEVENS**

Date: August 10, 2007

Time: 9:00 A.M.

Judge: Hon. Ronald M. Whyte

1 I, Stanley M. Stevens, declare as follows:

2 1. I was Executive Vice President, Chief Legal Counsel and Secretary of Equity
3 Office Properties Trust ("EOPT") during the time periods referenced herein. I have personal
4 knowledge of the facts set forth herein and, if called as a witness, could testify competently
5 thereto.

6 2. Between July, 2, 2001 and February 9, 2007, when EOPT was acquired by
7 Blackhawk Parent LLC ("Blackhawk"), an affiliate of The Blackstone Group ("Blackstone"),
8 EOPT was the general partner of EOP Operating Limited Partnership ("EOP"), a Delaware limited
9 partnership with its headquarters in Chicago, Illinois.

10 3. Beginning in late 2000, representatives of EOPT and Spieker Properties, Inc.
11 ("Spieker Properties") began to discuss the combination of their companies and the combination
12 of each company's operating partnerships – EOP and Spieker Properties, L.P., respectively.

13 4. In late February 2001, representatives of Spieker Properties (including Petitioner
14 Craig Vought, then the Co-Chief Executive Officer of Spieker Properties, Inc.), EOPT (including
15 myself), Goldman Sachs (financial advisor to Spieker Properties), Morgan Stanley & Co.
16 (financial advisor to EOPT), Sullivan & Cromwell (outside legal counsel to Spieker properties),
17 and Hogan & Hartson LLP (outside legal counsel to EOPT) met in Hogan & Hartson's New York
18 offices to negotiate a merger agreement between EOPT and Spieker Properties (the "Spieker
19 Merger Agreement") and other related agreements.

20 5. After several days of negotiations in New York, New York, Spieker Properties and
21 EOPT executed the Spieker Merger Agreement in New York, New York on February 22, 2001.

22 6. The Third Amended and Restated Agreement of Limited Partnership of EOP (the
23 "EOP Partnership Agreement") includes as Exhibit E-9 what Respondents refer to as the tax
24 protection agreement or "TPA." The terms of the TPA were negotiated in New York, New York
25 during February 2001.

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9. The Blackstone Merger Agreement contemplated that Blackhawk Acquisition, L.P., a Blackstone affiliate, would merge into EOP, which would survive the transaction, and Blackhawk would acquire EOPT and become EOP's general partner.

11. On February 9, 2007, the transaction closed as contemplated by the Blackstone Merger Agreement. The EOP limited partners who elected not to remain limited partners of EOP received cash consideration for their partnership units.

12. Petitioners each chose to receive cash consideration for their EOP partnership units instead of remaining limited partners in EOP.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge.

Executed this 18th day of July, 2007 in Chicago, Illinois.

DECLARATION OF STANLEY M. STEVENS